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*Special California Litigation Counsel to the  
Debtors and Debtors in Possession*

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

In re

RESIDENTIAL CAPITAL, LLC, et al.,

Debtors.

Case No. 12-12020 (MG)

Chapter 11

Jointly Administered

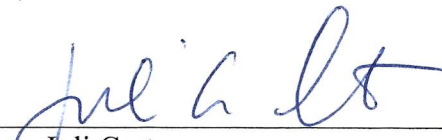
**AFFIDAVIT OF SERVICE**

I, Juli A. Carter, depose and say that I am employed by Severson & Werson, P.C., the Special California Litigation Counsel to the Debtors and Debtors In Possession.

A On March 14, 2013, at the direction of a member of the bar of this Court, I caused the following documents, with exhibits, to be served via Federal Express delivery by enclosing said documents in an envelope or package provided by FedEx and addressed to the persons at the addresses listed in the Service List attached hereto as Exhibit A.

1. SECOND INTERIM APPLICATION OF SEVERSON & WERSON, P.C. AS SPECIAL CALIFORNIA LITIGATION COUNSEL FOR DEBTORS FOR COMPENSATION AND REIMBURSEMENT OF EXPENSES INCURRED FOR THE TIME PERIOD BETWEEN SEPTEMBER 1, 2012 THROUGH DECEMBER 31, 2012 AND FOR REIMBURSEMENT OF EXPENSES INCURRED FOR THE TIME PERIOD BETWEEN MAY 15, 2012 THROUGH AUGUST 31, 2012

Executed on March 14, 2013, at San Francisco, California.

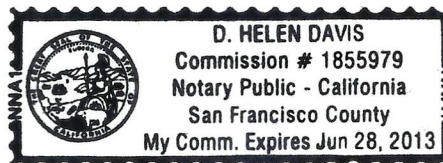
  
\_\_\_\_\_  
Juli Carter

State of California

County of San Francisco

Subscribed and sworn to (or affirmed) before me on this 14th day of March, 2013, by Juli Carter to me on the basis of satisfactory evidence to be the person who appeared before me.

Signature: \_\_\_\_\_



**EXHIBIT A**

**SERVICE LIST**

**Counsel for Debtors**

Morrison & Foerster LLP  
Attn: Larren M. Nashelsky, Gary S. Lee and  
Lorenzo Marinuzzi  
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**United States Trustee**

Office of the U.S. Trustee for the Southern  
District of New York  
Attn: Tracy Hope Davis, Linda A. Rifkin and  
Brian S. Masumoto  
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**Counsel for Creditors' Committee**

Kramer Levin Naftalis & Frankel LLP  
Attn: Kenneth H. Eckstein and Douglas H.  
Mannal  
1177 Avenue of the Americas  
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**Counsel for Ally Financial Inc.**

Kirkland & Ellis  
Attn: Richard M. Cieri and Ray C. Schrock  
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**Counsel for Barclays Bank PLC**

Skadden, Arps, Slate, Meagher & Flom LLP  
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New York, NY 10036

**Office of the United States Trustee**

Attn: Eric J. Small, Esq.  
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Poughkeepsie, NY 12601